

From: Ian Winters
Sent: Wed, 28 Jun 2023 23:04:00 +0000
To: Effie Belhassen
Cc: Jacob Sod; Mark Srour (marks@dreamonme.com); Gregory Preis; avish; Milan Gandhi; Stephanie Sweeney; Brendan Scott
Subject: Re:

We have just left. We're meeting with the Debtor, it's professionals and Sixth Street and potential going concern bid parameters. Im sure that there will be some discussions this evening and we will wait to hear news about the auction tomorrow. I will of course keep you updated.

Sent from my iPhone

On Jun 28, 2023, at 6:58 PM, Effie Belhassen <effie@milrosecap.com> wrote:

Ian,
Can you please send the counter signed contribution agreement?

Thank you

Effie Belhassen

Milrose Capital°

Private Equity / M&A

milrosecap.com

On Jun 28, 2023, at 5:03 PM, Ian Winters <IWinters@klestadt.com> wrote:

Jacob

We are waiting to meet with the company, Sixth Street, and Lazard. Now the real work begins to try to get the whole prize. Will keep you posted and provide you with details about the auction as soon as we have details.

Ian

Sent from my iPhone

On Jun 28, 2023, at 4:41 PM, Jacob Sod <jacob@milrosecap.com> wrote:

Now that we're high bidder, what's next step?

Best Regards,
Jacob

Please excuse brief message. Sent from handheld device.

On Wed, Jun 28, 2023, 4:21 PM Ian Winters <IWinters@klestadt.com> wrote:

Everyday Health withdrew.

Debtor is caucusing.

Sincerely,

Ian R. Winters, Esq.

Klestadt Winters Jureller Southard & Stevens, LLP

200 West 41st Street, 17th Floor

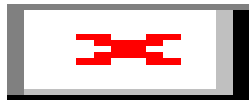
New York, NY 10036

Office: (212) 972-3000 ext. 104

Direct: (212) 679-5311

Cell: (917) 607-7861

Email: iwinters@klestadt.com



From: Ian Winters
Sent: Wednesday, June 28, 2023 4:19 PM
To: Jacob Sod <jacob@milrosecap.com>

Cc: Effie Belhassen <effie@milrosecap.com>; Mark Srour (marks@dreamonme.com)
<marks@dreamonme.com>; Gregory Preis <gpreis@huttoncm.com>; avish
<avish@dreamonme.com>; Milan Gandhi <milan@dreamonme.com>; Stephanie Sweeney
<ssweeney@klestadt.com>; Brendan Scott <bscott@klestadt.com>
Subject: RE:

We submitted the last bid of \$15.5.

Everyday Health is conferencing.

Just wanted to provide an update.

Sincerely,

Ian R. Winters, Esq.

Klestadt Winters Jureller Southard & Stevens, LLP

200 West 41st Street, 17th Floor

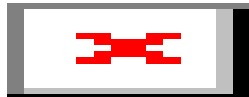
New York, NY 10036

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Cell: (917) 607-7861

Email: iwinters@klestadt.com



From: Ian Winters
Sent: Wednesday, June 28, 2023 3:02 PM
To: Jacob Sod <jacob@milrosecap.com>
Cc: Effie Belhassen <effie@milrosecap.com>; Mark Srour (marks@dreamonme.com) <marks@dreamonme.com>; Gregory Preis <gpreis@huttoncm.com>; avish <avish@dreamonme.com>; Milan Gandhi <milan@dreamonme.com>; Stephanie Sweeney <SSweeney@Klestadt.com>; Brendan Scott <BScott@Klestadt.com>
Subject: Re:

Based on our call we have submitted additional bidding and confirm a bid threshold of \$20 million. We submitted the last bid of \$11. Baby List has dropped out. It's just us and Everyday Health.

Sent from my iPhone

On Jun 28, 2023, at 2:41 PM, Jacob Sod <jacob@milrosecap.com> wrote:

Yes that's max

Best Regards,
Jacob

Please excuse brief message. Sent from handheld device.

On Wed, Jun 28, 2023, 2:39 PM Ian Winters <IWinters@klestadt.com> wrote:

And do we have authority to bid to 10.2 at next go around?

Sincerely,

Ian R. Winters, Esq.

Klestadt Winters Jureller Southard & Stevens, LLP

200 West 41st Street, 17th Floor

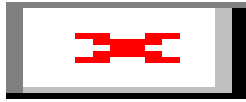
New York, NY 10036

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Cell: (917) 607-7861

Email: iwinters@klestadt.com



From: Jacob Sod <jacob@milrosecap.com>
Sent: Wednesday, June 28, 2023 2:37 PM
To: Effie Belhassen <effie@milrosecap.com>
Cc: Ian Winters <IWinters@Klestadt.com>; Mark Srour (marks@dreamonme.com) <marks@dreamonme.com>; Gregory Preis <gpreis@huttoncm.com>; avish <avish@dreamonme.com>; Milan Gandhi <milan@dreamonme.com>; Stephanie Sweeney <ssweeney@Klestadt.com>; Brendan Scott <BScott@Klestadt.com>
Subject: Re:

Make sure we're 50/50 on management etc. Mark gets his salary + performance fee

Best Regards,
Jacob

Please excuse brief message. Sent from handheld device.

On Wed, Jun 28, 2023, 2:33 PM Effie Belhassen <effie@milrosecap.com> wrote:

[attached.](#)

Effie Belhassen

Milrose Capital
Private Equity / M&A

Effie@milrosecap.com | (310) 990-8907

IMPORTANT: PLEASE DO NOT WIRE FUNDS WITHOUT VERBAL VERIFICATION

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On Wed, Jun 28, 2023 at 2:18 PM Ian Winters <IWinters@klestadt.com> wrote:

Effie

The compensation is \$3 million plus \$2bonus each year if threshold is met. This reads 2+3 and makes no mention of any bonus after year 1. Please revise and re-send. We are on the clock.

Ian

Sent from my iPhone

On Jun 28, 2023, at 2:11 PM, Effie Belhassen <effie@milrosecap.com> wrote:

In order to expedite, please see the attached version with highlighted sections that were amended per the comments in the redline version, and also a final version signed by Jacob.

Please note that the attached is subject to our comments on the redline version.

Thank you

Effie Belhassen

Milrose Capital
Private Equity / M&A

Effie@milrosecap.com | (310) 990-8907

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On Wed, Jun 28, 2023 at 1:18 PM Effie Belhassen <effie@milrosecap.com> wrote:

Ian,

Please see the attached redline copy of the participation agreement.

Thank you

Effie Belhassen

Milrose Capital
Private Equity / M&A

Effie@milrosecap.com | (310) 990-8907

IMPORTANT: PLEASE DO NOT WIRE FUNDS WITHOUT VERBAL VERIFICATION

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On Wed, Jun 28, 2023 at 1:10 PM Ian Winters <IWinters@klestadt.com> wrote:

Effie:

We understand from Greg that you have some comments to the agreement. Please send those along ASAP.

Thank you.

Sincerely,

Ian R. Winters, Esq.

Klestadt Winters Jureller Southard & Stevens, LLP

200 West 41st Street, 17th Floor

New York, NY 10036

Office: (212) 972-3000 ext. 104

Direct: (212) 679-5311

Cell: (917) 607-7861

Email: iwinters@klestadt.com

<image001.jpg>

From: Ian Winters

Sent: Wednesday, June 28, 2023 12:54 PM

To: Jacob Sod <jacob@milrosecap.com>; Mark Srour (marks@dreamonme.com)
<marks@dreamonme.com>

Cc: Effie Belhassen <effie@milrosecap.com>; Gregory Preis
<gpreis@huttoncm.com>; avish <avish@dreamonme.com>; Milan Gandhi
<milan@dreamonme.com>; Stephanie Sweeney <ssweeney@klestadt.com>;

Brendan Scott <bscott@klestadt.com>

Subject: RE: Re:

Jacob:

We never received the participation agreement back. Are there questions? I tried to keep it pretty simple and straight forward. Please respond.

Thank you.

Sincerely,

Ian R. Winters, Esq.

Klestadt Winters Jureller Southard & Stevens, LLP

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Direct: (212) 679-5311

Cell: (917) 607-7861

Email: iwinters@klestadt.com

<image001.jpg>

From: Ian Winters

Sent: Tuesday, June 27, 2023 5:12 PM

To: Jacob Sod <jacob@milrosecap.com>; Mark Srour (marks@dreamonme.com)
<marks@dreamonme.com>

Cc: Effie Belhassen <effie@milrosecap.com>; Gregory Preis

<gpreis@huttoncm.com>; avish <avish@dreamonme.com>; Milan Gandhi
<milan@dreamonme.com>; Stephanie Sweeney <ssweeney@klestadt.com>;
Brendan Scott <bscott@klestadt.com>
Subject: RE: Re:

Jacob and Mark:

Attached for your collective review is a proposed form of Participation Agreement
in connection with the Buy Buy Baby auction.

Sincerely,

Ian R. Winters, Esq.

Klestadt Winters Jureller Southard & Stevens, LLP

200 West 41st Street, 17th Floor

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<PARTICIPATION AND CONTRIBUTION AGREEMENT 06.28.23 v3 EB.docx>

<PARTICIPATION AND CONTRIBUTION AGREEMENT 06.28.23 signed.pdf>